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210 N Park Ave
Winter Park, FL
32789

Mr. Patrick Miller
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

P.O. Drawer 200
Winter Park, FL
32790-0200

**RE: Broadwing Communications Services, LLC
Petition for Approval of Financing Transaction**

05-00301

Tel 407-740-8575 Dear Mr. Miller

Fax 407-740-0613

tmi@tminc.com

Enclosed for filing are an original and thirteen (13) copies of the Petition for Approval of Financing Transaction filed on behalf of Broadwing Communications Services, LLC. Also enclosed is a check for \$25.00 for the required filing fee.

The Company respectfully requests expedited handling of this filing as closing is expected to occur within six (6) weeks

Please do not hesitate to contact me if you have any questions at (407) 740-3004 or morton@tminc.com

Please acknowledge receipt of this filing by returning, file-stamped, the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose

Sincerely,

Robin Norton
Consultant to Broadwing

Enclosures

cc: Russell Frisby – Kirkpatrick & Lockhart Nicholson Graham LLP
David M. Roberts - Broadwing Communications, LLC
file: Broadwing - TN
tms: TNx0501

BEFORE THE

TENNESSEE REGULATORY AUTHORITY

TRA DOCKET ROOM

In the Matter of the Petition of
Broadwing Communications, LLC
for Approval of Financing Transaction

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Docket No. _____

PETITION

I. INTRODUCTION

Pursuant to Tennessee Code § 65-4-109, Broadwing Communications, LLC (“Broadwing” or “Petitioner”) hereby requests approval from the Tennessee Regulatory Authority (“Authority”), to borrow up to \$75 million in debt financing. A description of the proposed transaction is set forth below in Section V of this Petition. Petitioner is a nondominant telecommunications carrier authorized to provide local exchange and resold interexchange services in the State of Tennessee. Petitioner respectfully requests that the Commission approve the instant Petition on an expedited basis to allow the financing transaction to be completed as soon as possible.

Broadwing submits the following information in support of its Petition:

II. PETITIONER

Petitioner is a Delaware limited liability company headquartered at 1122 Capital of Texas Highway South, Austin, TX 78746-6426. Petitioner is an indirect subsidiary of Broadwing Corporation. Broadwing Corporation is not a telecommunications carrier. Petitioner is authorized to provide resold and facilities-based interexchange toll services in Tennessee.

III. DESIGNATED CONTACTS

Inquiries or copies of any correspondence, orders, or other materials pertaining to this Petition should be directed to:

H. Russell Frisby, Jr.
Kirkpatrick & Lockhart Nicholson Graham LLP
1800 Massachusetts Avenue, N.W.
Second Floor
Washington, D.C. 20036
Phone: (202) 778-9415
Facsimile: (202) 778-9100
E-mail: rfrisby@klng.com

and

Robin Norton
Consultant to Broadwing
Technologies Management, Inc.
210 N. Park Avenue
Winter Park, Florida 32789
Phone: (407) 740-3004
Facsimile: (407) 740-0613
E-mail: rnorton@tminc.com

IV. CURRENT DEBT STRUCTURE

Petitioner currently has no secured debt.

V. DESCRIPTION OF FINANCING TRANSACTION

By this Petition, Petitioner seeks Commission approval for participation in a new financing transaction whereby Petitioner may incur debt in an amount up to \$75 million, secured by certain of Petitioner's assets and secured and guaranteed by Petitioner's parent company, Broadwing Corporation (and its subsidiaries).

Petitioner has entered into a revolving credit facility with PNC Bank, National Association (and certain other lenders). Petitioner may borrow up to \$75 million under the

facility, which has a maturity date of October 14, 2008. Petitioner may prepay, without penalty or premium, the principal on the loans. The borrowings bear interest at Petitioner's option at a rate equal to (a) LIBOR plus the applicable margin or (b) an alternate base rate, defined as the higher of the prime or federal funds rate, plus margin. The loan is secured by a pledge of the accounts receivable of Broadwing Corporation and its U.S. subsidiaries.

Petitioner's participation in the proposed financing transaction for the purposes stated will not result in a change in management matters or in the day-to-day operations in Tennessee; nor will it adversely affect current or proposed operations in Tennessee. In fact, the financing transaction will enable Petitioner to better utilize available funds to enhance service in Tennessee. Accordingly, and to the extent required, Petitioner respectfully requests that the Commission approve the requested Credit Facility.

Petitioner and its parent company have determined that in order to realize certain economic efficiencies, immediate access to the capital available through the proposed financing will be needed. The funds made available through the financing will be used for general corporate purposes.

VI. CUSTOMER IMPACT

The completion of the financing described herein will be transparent to customers, and will not result in the change of any rate, term or condition of service. Customers will continue to receive the same high-quality service at the same rates, terms and conditions. Significantly, customers should benefit from the proposed transaction, as it will ensure that the Petitioner has the capital necessary to grow and expand the businesses. It will also improve overall financial condition by improving cash flow and enabling the hiring of more employees, including customer service employees. No change in management matters of Petitioner will occur as a result of this transaction.

VII. PUBLIC INTEREST CONSIDERATIONS

Consummation of the proposed transaction will serve the public interest in promoting competition among telecommunications carriers by providing Petitioner with the opportunity to strengthen its competitive position through access to greater financial resources. Furthermore, by increasing the breadth and scope of telecommunications services made available through an increased ability to expand and enhance its operations, greater access to capital will also strengthen its ability to bring competitive telecommunications services to consumers in the State of Tennessee.

VIII. CONCLUSION

For the reasons stated above, Petitioner submits that the public interest, convenience and necessity will be furthered by Board approval of Petitioner's participation in the proposed financing transaction described herein. Petitioner respectfully requests expedited treatment of this Petition in order to permit consummation of the financing transaction as soon as possible. The parties to the transaction expect to consummate the revised debt structure as soon as possible, but in any case no later than November 30, 2005, subject to all required regulatory approvals. Accordingly, Petitioner respectfully request expedited approval of participation in the proposed financing transaction, and grant of all such other relief as necessary and appropriate to effectuate the transaction described herein.

WHEREFORE, Petitioner prays that this Petition be granted, as requested herein.

This 24th day of October, 2005.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "David Mace Roberts", written over a horizontal line.

David Mace Roberts, Vice President and
Assistant Secretary
Broadwing Communications, LLC

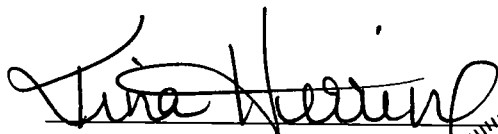
VERIFICATION

I, David Mace Roberts, hereby declare under penalty of perjury, that I am Vice President and Assistant Secretary of Broadwing Communications, LLC; that I am authorized to make this verification on behalf of Petitioner; that I have read the foregoing Petition; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



David Mace Roberts, Vice President and
Assistant Secretary
Broadwing Communications, LLC

Sworn to and subscribed before me this 24th day of October 2005.



Notary Public

My Commission expires:



8-29-09